



BREWTOPIA LTD

ABN 85 009 912 044

NOTICE OF 2006 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Brewtopia Ltd ("the Company") will be held at Tattersalls Club, 181 Elizabeth Street Sydney, NSW 2000 on Tuesday 30th November 2006 commencing at 10.30am. At the meeting the following resolutions will be put to members:

ORDINARY BUSINESS

1. To receive accounts:
To receive and consider the Financial Report and the reports of the directors and of the auditors of the Company for the year ended 30 June 2006.

Resolutions

2. Election of Directors:

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (i) To re-elect Mr. M Flack as a director.
Mr. M Flack retires in accordance with Rule 20.3 of the Company's constitution and, being eligible, offers himself for re-election.

3. Adoption of the Remuneration Report for the year ended 30 June 2006

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That the remuneration report required by section 300A of the *Corporations Act 2001*, as contained in the Directors' Report of the Company, for the financial year ended 30 June 2006 be adopted."

Note that the vote on this item is advisory only and does not bind the directors or the Company.



Appointment of proxy

- i) A member entitled to attend and vote is entitled to appoint not more than two proxies;
- ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
- iii) A proxy need not be a member of the Company; and
- iv) Forms of proxy must be lodged at the registered office of the Company or faxed to the Company on (02) 8221 9515 at least 48 hours prior to the meeting.

A form of proxy is attached.

By Order of the Board

Andrew Whitten
Company Secretary
30 October 2006



EXPLANATORY NOTES

Resolution 2 – Election of Directors

Pursuant to Rule 20.3 of the Company's constitution, Mr. M Flack offers himself for re-election.

The board recommends that the shareholders resolve to re-elect Mr. Flack.

Resolution 3 – Remuneration Report

The Remuneration Report commences on page 5 of the Company's 2006 Annual Report including the remuneration tables referred to in the report at page 6.

The vote on this proposed resolution is advisory only and will not bind the directors or the Company, however, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The board recommends that shareholders pass the resolution to adopt the Remuneration Report.



FORM OF PROXY

The Secretary
Brewtopia Ltd
ABN 85 009 912 044

Street Address: Unit 3, 46 Buffalo Road, Gladesville NSW 2111
Postal Address: Unit 3, 46 Buffalo Road, Gladesville NSW 2111

I/We* (insert member(s) name(s)).....

of (insert address).....

Being a member / members* of Brewtopia Ltd hereto appoint:

(insert proxy's name).....

and/or* (insert proxy's name**).....

As my/our* proxy/proxies* to vote on my/our* behalf at the Annual General Meeting of the Company to be held at Tattersalls Club, 181 Elizabeth Street, Sydney NSW 2000 on Thursday 30th November 2006 and at any adjournment of that meeting.

* Delete whichever is not applicable

** Insert the name of a second proxy only if you wish to appoint more than one proxy

VOTING INSTRUCTIONS

Should you wish to direct your proxy how to vote please insert ☒ in the appropriate box below. In the absence of a direction the proxy may vote at the proxy's discretion.

RESOLUTIONS	For	Against	Abstain
Resolution 2: To re-elect Mr. M Flack as a director			
Resolution 3: To adopt the Remuneration Report			

I/We* hereby authorise the Chairman of the directors of the Company for the time being to insert in this form the name/s* of a proxy/proxies* on my/our* behalf if I/we* have not already done so.

Signed this day of 2006

Signature(s) of member(s)